

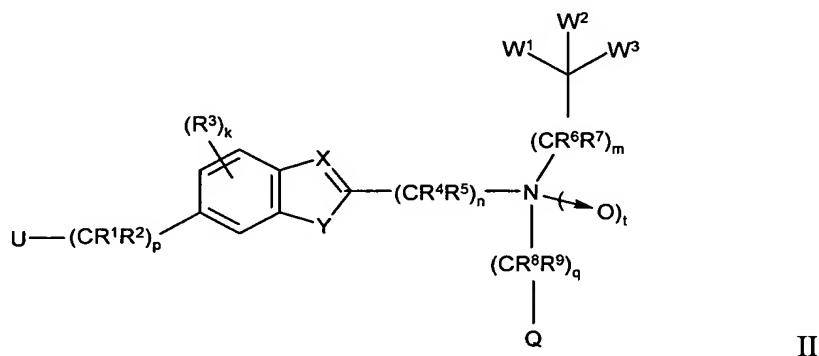
## Amendments to the Specification

Please add the priority information paragraph to the specification by inserting the following new paragraph before the first line of the specification:

This application is a 371 of International Application No. PCT/US03/09039, filed 26 March 2003, which claims the benefit of U.S. Provisional Application No. 60/368,415, filed 27 March 2002.

Please amend the paragraph that begins on page 13, line 25 and ends on page 16, line 27 as follows (amendment is at page 15, line 20):

In another embodiment, this invention is directed to a compound of Formula II:



wherein:

X is CH or N;

Y is O, or S;

U is selected from halo, -OR<sup>10</sup>, -NR<sup>14</sup>R<sup>15</sup>, cyano, -COOR<sup>10</sup>, -OCOR<sup>13</sup>, -CONR<sup>14</sup>R<sup>15</sup>, -N(R<sup>14</sup>)COR<sup>13</sup>, -SO<sub>2</sub>NR<sup>14</sup>R<sup>15</sup>, -C(=NH)NR<sup>14</sup>R<sup>15</sup>, and a 5 or 6-membered heterocyclic group;

A is a phenyl fused ring moiety, wherein k is 0 or 1;

W<sup>1</sup> is selected from C<sub>3</sub>-C<sub>8</sub> cycloalkyl, aryl and Het, wherein said C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl,

C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-C(O)SR<sup>10</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>3</sub>H,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SOR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OC(O)OR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and  
-C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, where said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or  
substituted by one or more halo substituents;

W<sup>2</sup> is selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>10</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OCONR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is  
optionally unsubstituted or substituted by one or more halo substituents, and  
wherein the C<sub>3</sub>-C<sub>7</sub> cycloalkyl, Ar and Het moieties of said -C<sub>0</sub>-C<sub>4</sub> alkyl-Het,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl are optionally unsubstituted  
or substituted with one or more groups independently selected from halo,  
cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-COR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>10</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-SOR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-OC(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, where said  
C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo  
substituents;

W<sup>3</sup> is selected from the group consisting of: H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>10</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OCONR<sup>11</sup>R<sup>12</sup>,

-C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het,  
-C<sub>1</sub>-C<sub>4</sub> alkyl-Ar and -C<sub>1</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is  
optionally unsubstituted or substituted by one or more halo substituents;

Q is Ar or Het; wherein said Ar and Het are optionally unsubstituted or substituted  
with one or more groups independently selected from halo, cyano, nitro,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-COR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>10</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-SOR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-OC(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, where said  
C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo  
substituents,

p is 0-4;

**[[n is 3]] n is 2;**

m is 0 or 1;

q is 0 or 1;

t is 0;

each R<sup>1</sup> and R<sup>2</sup> are independently selected from H, fluoro, C<sub>1</sub>-C<sub>6</sub> alkyl,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SR<sup>10</sup>, -C<sub>1</sub>-C<sub>4</sub> alkyl-Het, -C<sub>1</sub>-C<sub>4</sub> alkyl-Ar and  
-C<sub>1</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, where said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally  
unsubstituted or substituted by one or more halo substituents;

each R<sup>3</sup> is the same or different and is independently selected from halo, cyano,  
C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>10</sup>,  
-C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>, and -C<sub>0</sub>-C<sub>4</sub> alkyl-CO<sub>2</sub>H, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is  
optionally unsubstituted or substituted by one or more halo substituents;

each R<sup>4</sup> and R<sup>5</sup> is independently selected from H, fluoro and C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>6</sup> and R<sup>7</sup> are each independently selected from H, fluoro and C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>8</sup> and R<sup>9</sup> are each independently selected from H, fluoro and C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>10</sup> is selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het and

-C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

each R<sup>11</sup> and each R<sup>12</sup> are independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl,

-C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or R<sup>11</sup>

and R<sup>12</sup> together with the nitrogen to which they are attached form a 4-7

membered heterocyclic ring which optionally contains one or more additional

heteroatoms selected from N, O, and S;

R<sup>13</sup> is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het and

-C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sup>14</sup> and R<sup>15</sup> are each independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl,

C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het,

-C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-O-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-O-Het,

-C<sub>0</sub>-C<sub>4</sub> alkyl-O-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>x</sub>-C<sub>1</sub>-C<sub>6</sub> alkyl,

-C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>x</sub>-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>x</sub>-Het,

-C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>x</sub>-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-NH-Ar,

-C<sub>0</sub>-C<sub>4</sub> alkyl-NH-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-NH-C<sub>3</sub>-C<sub>7</sub> cycloalkyl,

-C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Het,

-C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar,

-C<sub>0</sub>-C<sub>4</sub> alkyl-Het and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, where x is 0, 1 or 2, or

R<sup>14</sup> and R<sup>15</sup>, together with the nitrogen to which they are attached, form a 4-7

membered heterocyclic ring which optionally contains one or more additional

heteroatoms selected from N, O, and S, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl,

C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl are optionally substituted by one or more of the

substituents independently selected from the group halo, -OH, -SH, -NH<sub>2</sub>,

-NH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -N(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted

C<sub>1</sub>-C<sub>4</sub> alkyl), unsubstituted -OC<sub>1</sub>-C<sub>4</sub> alkyl, -CO<sub>2</sub>H, -CO<sub>2</sub>(unsubstituted

C<sub>1</sub>-C<sub>4</sub> alkyl), -CONH<sub>2</sub>, -CONH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl),

-CON(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -SO<sub>3</sub>H,

-SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl) and -SO<sub>2</sub>N(unsubstituted

C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl);

or a pharmaceutically acceptable salt or solvate thereof.

Please amend the second paragraph on page 18, lines 6-7 as follows:

In another embodiment, the compounds of this invention of this invention are defined wherein n is 2-4. In specific embodiments, ~~[[n is 3]]~~ n is 2.

Please amend the second and third paragraphs on page 20, lines 6-20 as follows:

Specific embodiments of this invention comprise compounds of Formula I and Formula II wherein  $R^1$ ,  $R^2$ ,  $R^3$ ,  $R^4$ ,  $R^5$ ,  $R^6$ ,  $R^7$ ,  $R^8$  and  $R^9$  are each H; U is  $-OR^{10}$ ,  $-COOR^{10}$ ,  $-CONR^{11}R^{12}$  or  $-NR^{11}R^{12}$ ; A is a phenyl fused ring; Q is a substituted phenyl group containing one or two substituents selected from halo,  $C_1$ - $C_4$  alkoxy and  $C_1$ - $C_4$  alkyl or Q is a 1,3-benzodioxolyl or a dihydrobenzofuranyl group; p is 1 or 2; ~~[[n is 3]]~~ n is 2; m is 1; q is 1; k is 0; t is 0;  $W^1$  is aryl;  $W^2$  is aryl or  $C_1$ - $C_4$  alkyl; and  $W^3$  is H; or a pharmaceutically acceptable salt or solvate thereof.

More specific embodiments of this invention comprise compounds of Formula I and Formula II wherein  $R^1$ ,  $R^2$ ,  $R^3$ ,  $R^4$ ,  $R^5$ ,  $R^6$ ,  $R^7$ ,  $R^8$ ,  $R^9$  and  $W^3$  are each H; U is  $-OH$ ,  $-COOH$ ,  $-CONH_2$ ,  $-CON(H)CH_2$ -furan-2-yl, or  $-N(H)CH_2$ -furan-2-yl; A is a phenyl fused ring; Q is a phenyl group substituted by one or two substituents selected from chloro, trifluoromethyl and methoxy or Q is a 1,3-benzodioxolyl or a dihydrobenzofuranyl group; p is 1 or 2; ~~[[n is 3]]~~ n is 2; m is 1; q is 1; k is 0; t is 0;  $W^1$  is unsubstituted phenyl; and  $W^2$  is methyl or unsubstituted phenyl; or a pharmaceutically acceptable salt or solvate thereof.

Please insert the attached abstract, following the claims.